

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

**M GROUP, INC.**

) Civil Action No. 04-353 (JJF)

## Debtor

THE INTERPUBLIC GROUP OF  
COMPANIES, INC. t/a  
TRANSWORLD MARKETING CORP.

Appellant,

**V.**

Larry Waslow, in his capacity as  
Unsecured Claims Administrator  
of M Group, Inc.

Appellee.

## **STIPULATION OF WITHDRAWAL OF APPEAL**

The Interpublic Group of Companies, Inc. t/a Transworld Marketing Corp. ("Appellant") and Larry Waslow, in his capacity as Unsecured Claims Administrator of M Group, Inc. ("Appellee "), by and through their respective attorneys, hereby submit this Stipulation of Withdrawal of Appeal ("Stipulation") and in support hereof states as follows:

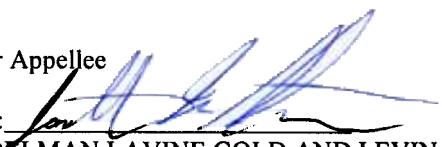
1        The above-captioned appeal ("Appeal") was filed in the United States Bankruptcy Court for the District of Delaware ("Bankruptcy Court") on May 10, 2004 and docketed with this Court on or about June 4, 2004. The Appeal is related to an Order granting Plaintiff's Motion for Summary Judgment filed in adversary proceeding number 02-3434 ("Adversary").

2. Following the filing of the Appeal, the parties entered into settlement negotiations in an effort to avoid the expense of briefing and further litigation. After lengthy negotiations, the

parties entered into an agreement resolving the Adversary. On July 27, 2005, the Plaintiff filed a Motion to Approve a Settlement Stipulation, and an Order granting that Motion was entered by the Bankruptcy Court on September 13, 2005. A copy of that Order is attached hereto as Exhibit A.


THEREFORE, it is hereby STIPULATED AND AGREED by and between the Appellant and Appellee that the Appellant hereby WITHDRAWS this appeal and respectfully requests that this matter be CLOSED.

For Appellee

By:   
ADELMAN LAVINE GOLD AND LEVIN,  
A PROFESSIONAL CORPORATION  
Jonathan M. Sternerman, Esquire (No. 4510)  
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Counsel for Larry Waslow,  
Unsecured Claims Administrator of the  
bankruptcy estate of M Group, Inc.

For Appellant

By:   
BUCHANAN INGERSOLL PC  
Margaret M. Manning, Esquire (No. 4183)  
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Counsel for The Interpublic Group of Companies, Inc.  
t/a Transworld Marketing Corp

# EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In Re:	)	Chapter 11
M Group, Inc.	)	Case No. 00-1936 (JKF)
Debtor.	)	
Larry Waslow, in his capacity as	)	
Unsecured Claims Administrator of	)	
M Group, Inc.	)	
Plaintiff.	)	
v.	)	Adversary Case No. 02-3434 (JKF)
THE INTERPUBLIC GROUP OF	)	Re: Docket No. 24
COMPANIES, INC. v/a TRANSWORLD	)	
MARKETING CORP.	)	
Defendant.	)	

**ORDER APPROVING SETTLEMENT  
STIPULATION BY AND BETWEEN LARRY WASLOW,  
IN HIS CAPACITY AS UNSECURED CLAIMS ADMINISTRATOR OF  
THE BANKRUPTCY ESTATE OF M GROUP, INC., AND THE INTERPUBLIC  
GROUP OF COMPANIES, INC. v/a TRANSWORLD MARKETING CORP.  
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 9019**

Upon consideration of the motion (the "Motion") of Larry Waslow, the Unsecured Claims Administrator of the bankruptcy estate of M Group, Inc., for the Entry of an Order Approving Settlement Stipulation By and Between Larry Waslow, the Unsecured Claims Administrator of the bankruptcy estate of M Group, Inc., and The Interpublic Group of Companies, Inc. v/a Transworld Marketing Corp. Pursuant to Bankruptcy Rule 9019, and any objections that may have been filed to the Motion, and it appearing that the settlement is fair and reasonable and in the best interests of the estate and creditors, it is hereby Ordered as follows:

The Motion is **Granted** and the Settlement Stipulation affixed as Exhibit A to the Motion is **Approved**; and

2. The parties to the Settlement Stipulation are authorized to implement the Settlement Stipulation in accordance with its terms.

BY THE COURT:

Judith K. Fitzgerald  
Judith K. Fitzgerald,  
United States Bankruptcy Judge.

Dated: September 12, 2005